

State of Idaho

Department of State

CERTIFICATE OF DISSOLUTION OF

INSURANCE BENEFITS, INC.

File Number C 74381

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of INSURANCE BENEFITS, INC., duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Dissolution, and attach hereto a duplicate original of the Articles of Dissolution.

Dated: April 28, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *L. D. Smith*

**ARTICLES OF DISSOLUTION
OF
INSURANCE BENEFITS, INC**

APR 28 4 23 PM '95
SECRETARY OF STATE

April 25, 1995

Pursuant to Idaho Code § 30-1-92, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is INSURANCE BENEFITS, INC.,
The post office address of the corporation is P.O. Box 7186, Boise, Idaho 83707.
2. The names and addresses of the last officers and directors of the corporation, together with their respective offices, are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Robert K. Lechot	President	457 E. Park Center Boise, Idaho 83706
Michael Youngberg	Treasurer	457 E. Park Center Boise, Idaho 83706
Roger Doughty	Secretary	457 E. Park Center Boise, Idaho 83706
Stan Zatica	Board Chair	P.O. Box 937 Homedale, Idaho 83628
Craig Christensen	Board member	910 Clopper Rd Gaithersburg, MD 20877
Charles Hopkins	Board member	40 No. 400 West Blackfoot, Idaho 83221
Bob Schoelkoph	Board member	P.O. Box 190 Nampa, Idaho 83653
Scott Beltz	Board member	723 E. Karcher Rd. Nampa, Idaho 83687
Dave Halter	Board member	1055 N. Curtis Boise, Idaho 83706
Anna Rolphe	Board member	P.O. Box 730 Coeur d'Alene, ID 83814

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Dick Anderson	Board member	Sun Valley Co. Sun Valley, Idaho 83353
David Peterson	Board member	1030 N. 400 E. Salt Lake City, Utah 84054

3. A notice of intent to dissolve the corporation was mailed to each of the corporation's known actual and known potential creditors as required by Idaho Code § 30-1-87.

4. All debts, obligations and liabilities of the corporation have been paid and discharged, or adequate provision has been made therefor.

5. All remaining property and assets of the corporation have been distributed among its shareholders, in accordance with their respective rights and interests.

6. There are no suits pending against the corporation in any court in respect of which adequate provision has not been made for the satisfaction of any judgment, order or decree which may be entered against it.

7. The dissolution has received unanimous written consent of the shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution in an official and authorized capacity under penalty of perjury.


Robert K. Lechot, President

VERIFICATION

STATE OF IDAHO)
)ss.
COUNTY OF ADA)

I, Robert K. Lechot, am President of Insurance Benefits, Inc. I am authorized to make this verification for and on Insurance Benefits, Inc.'s, behalf, and make this verification for that reason. I have read the foregoing **ARTICLES OF DISSOLUTION OF INSURANCE BENEFITS, INC.**, and know the contents thereof. The matters stated in the foregoing document are either true of my own knowledge or, to the best of my knowledge, information and belief from Robert R. Ball, Esq. I believe them to be true.

I declare under penalty of perjury under the laws of the State of Idaho that the foregoing is true and correct.

Executed April 25, 1995, at Boise, Idaho




Robert K. Lechot

ACKNOWLEDGEMENTS

STATE OF IDAHO)
)ss.
COUNTY OF ADA)

On this 25th day of April, 1995, before me, a notary public, personally appeared Robert K. Lechot, known or identified to me to be the President of Insurance Benefits Inc., the corporation that executed the within instrument, and known to me to be the person who executed the within instrument on behalf of said corporation and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Notary Public for Idaho
Residing at Boise, Id
Commission Expires 1-12-2000

**RECORD OF ACTION TAKEN WITHOUT
A MEETING BY THE SHAREHOLDERS OF
INSURANCE BENEFITS, INC.
(An Idaho Corporation)**

Pursuant to Article II, Section 11, of the bylaws of INSURANCE BENEFITS, INC., an Idaho Corporation, and Idaho Code Section 30-1-83, the undersigned, being the sole Shareholder of the said corporation, does hereby adopt by unanimous written consent, without a meeting, the following resolutions and action by the Shareholder and direct the Secretary to file this consent in the minute book of the corporation as part of the records thereof:

Consent to Wind Up and Dissolve Corporation

WHEREAS, the corporation ceased doing business on or prior to February 1, 1995; and


WHEREAS, it is the best interests of the corporation and its Shareholder that the corporation be dissolved and its affairs wound up.

BE IT RESOLVED, that this corporation hereby elects to voluntarily wind up and dissolve by this action of Shareholder.

RESOLVED FURTHER, that the officers of the corporation take such action as may be necessary or proper to wind up the affairs of the corporation and dissolve it.

The undersigned, constituting all of the Shareholders of INSURANCE BENEFITS, INC , do hereby consent to the foregoing as of the 25th day of April 1995.

DATED: April 25, 1995


IEC Benefit Administrators, Inc.,
By its president , Robert K. Lochet

Attest:



Roger Doughty, Secretary